

## BY-LAWS

Relating generally to the transaction of the business and affairs of the EASTERN ONTARIO SQUARE AND ROUND DANCE ASSOCIATION INCORPORATED.

BE IT ENACTED as By-Laws of the EASTERN ONTARIO SQUARE AND ROUND DANCE ASSOCIATION INCORPORATED (ASSOCIATION) as follows:

### SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

### CONDITIONS OF MEMBERSHIP

- 2(a). Membership in the Association shall be limited to organized clubs in eastern Ontario and western Quebec whose activities are primarily devoted to modern square and/or round dancing and related dance activities, and individuals who become Directors of the Association from time to time.

- 2(b). All dancers who attend the following events must be registered with EOSARDA:

- EOSARDA sponsored regional dances;
- EOSARDA Member Club sponsored Open Dances;
- Special club dance events and dance workshops sponsored by any EOSARDA Member Club;
- and
- Any EOSARDA Member Club's regular club dance.

Notwithstanding the foregoing, people attending Open Houses designed to recruit new dancers; dancers who drop into a club only one time; and visitors registered in another region are exempt from this provision.

- 2(c). It is the duty and responsibility of every EOSARDA Member Club to take all reasonable measures to ensure compliance with 2(b) above.
3. Membership dues for Clubs shall be those approved by the Board of Directors of the Association, and ratified at a Council of Dancers meeting. There shall be no additional membership fees or dues for individual Directors.
4. Any member may withdraw from the Association by delivering to the Association a written resignation, and lodging a copy of the same with the Secretary of the Board of Directors.

### HEAD OFFICE

5. The Head Office of the Association shall be in the City of Ottawa in the Province of Ontario, or at such place therein as the Directors may from time to time determine.

### BOARD OF DIRECTORS

#### Generally

- 6(a). The business, property and affairs of the Association shall be managed by a Board of twenty (20) or more Directors, hereinafter referred to as The Board, comprised as follows:
  - 7a(i) Two (2) representatives of the Ottawa Area Callers Association, hereinafter referred to as Callers Association, shall be Ex-officio Directors; at the discretion of the Callers Association, these two representatives may be a Caller and the Caller's partner, or two Callers. Such Directors may be accorded voting status, at the discretion of the Board.

- 7a(ii) Two (2) representatives of the Round Dance Teachers' Association, hereinafter referred to as the RDTA, shall be Ex-officio Directors. At the discretion of the RDTA, these two representatives may be a Round Dance Leader and the Leader's partner, or two Round Dance Leaders. Such Directors may be accorded voting status, at the discretion of the Board.
- 7a(iii) Two (2)- the Immediate Past President of the Association and his/her partner shall be Directors;
- 7a(iv) Fourteen (14) elected Directors, who shall be nominated and elected in accordance with the By-Laws, rules and resolutions of the Association. Partners of nominated Directors shall be nominated and elected as individual Directors in order for them to serve on the Board of Directors as Directors.
- 7a(v) Should the position(s) of 7a(iii) be vacant or without partner, additional Directors may be elected by the Council of Dancers, or appointed by the Board of Directors, to increase the number of Directors to twenty (20).
- 7a(vi) The editor of Square Time and his/her partner shall be Ex-officio Directors, unless nominated and elected as voting Director(s) by the Council of Dancers at the time of election of other Directors. Such Directors may be accorded voting status, at the discretion of the Board.
- 7a(vii) Three Regional Directors, and their Partners, representing Clubs in the three outlying areas outside of Greater Ottawa:  
South West (Trenton, Belleville, Kingston and neighbourhoods)  
South East (Cornwall, Brockville and Seaway Valley neighbourhoods)  
North West ( Arnprior, Pembroke, and Upper Ottawa Valley neighbourhoods)
- 7a(viii) Additional Directors may be appointed by the Board of Directors, at their discretion, and such additional Directors shall be full voting members of the Board.
- 7(b) Each Director, at the time of his/her election or appointment, or within ten (10) days thereafter and throughout his/her term of office shall be a member of a Member Club. Each Director shall be a member of the Association and shall be elected to hold office until the end of June following the Annual Meeting or until his/her successor shall have been duly elected and qualified. The whole Board shall be retired at June 30th, following the Annual Meeting, or when a successor Board shall have been qualified. Directors shall be eligible for re-election, if re-nominated by their Member Club or at a general meeting by a voting representative of a Member Club, and if otherwise qualified.

#### Removal of Directors

- 7(c) The Members of the Association may, by resolution, passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect a person in his/her stead for the remainder of that term of office.

#### Nomination of Directors

- 7(d) The Immediate Past President shall, on or before the fifteenth day of January in each year, give written notice to each Member Club containing a nomination form and requesting nominations of persons for election to the Board of Directors, including re-nomination of existing Directors if the Member Club so wishes. All nominees must be members in good standing of a Member Club of the Association. Nominations shall be returned to the immediate Past President on or before the

fifteenth day of February of the same year, together with a brief biography of the nominee and a signed consent by the nominee to serve if elected.

#### Publication of Nominations

7(e) The Immediate Past President shall cause to be published, a Notice of the Annual Meeting which will be sent to each Member Club, with a list of the names of the nominees, together with the name of the Member Club of which the nominee is a member or alternatively, whether the nominee is a member of the Callers Association or the RDTA. If sufficient time is available, publication in Square Time which is distributed at least two weeks prior to the Annual Meeting, shall be deemed as sufficient notification to all Member Clubs of the list of nominees.

#### Nominating Committee

7(f) If nominations for each of the fourteen (14) elected positions on the Board are not received on or before the fifteenth day of February, the Immediate Past President shall appoint a Nominating Committee consisting of the Immediate Past President of the Association, who shall act as the Chairperson of the Nominating Committee, and two other Past Presidents of the Association, to nominate persons who are members in good standing of a Member Club of the association or of the Callers Association or the RDTA, as required, to stand for election to the Board.

#### VACANCIES, BOARD OF DIRECTORS

8. Except for the Members of the Board who are representatives of the Callers Association or the RDTA, vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by the Board from among members of Member Clubs. Otherwise, such vacancy shall be filled at the next Annual meeting of the Members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased during the period between Annual General Meetings, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. Vacancies on the Board of members who are representatives of the Callers' Association or the RDTA may, so long as a quorum of Directors remain in office, be filled only by persons who are members of the Callers' Association or the RDTA respectively.

#### QUORUM AND MEETINGS, BOARD OF DIRECTORS

9. A minimum of ten Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board meetings may be formally called:

9(i) by the President;

9(ii) by the Vice President or Secretary on direction of the President; or

9(iii) by the Vice-President or Secretary on direction in writing of eight Directors.

Notice of such meetings shall be delivered, telephoned or otherwise directly communicated to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Board meeting may also be held, without notice, immediately following the Annual Meeting of the Association. The Directors may consider or transact any business, either special or general, at any meeting of the Board.

#### ERRORS IN NOTICE, BOARD OF DIRECTORS

10. No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. Under such conditions, any Director not present, may request at the next Board meeting that all proceedings including votes be re- opened for discussion and re-affirmation vote.

#### VOTING, BOARD OF DIRECTORS

11. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried, and an entry to that effect in the Minutes, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. In the absence of or at the request of the President, his/her duties as Chairperson may be performed by the Vice-President or by the Secretary, or such other Director as the Board may from time to time appoint for the purpose.

Normally, the Chairperson presents an unbiased viewpoint on any issue. In the event that the Chairperson feels unable to present an unbiased viewpoint, the Chair should be relinquished to the Vice-President or the Secretary, or other Director who is unbiased, until the issue is resolved. The Chair should then be resumed by the original Chairperson.

#### POWERS

12. The Directors of the Association may administer the business, property and affairs of the Association in all things, and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

#### REMUNERATION OF DIRECTORS

13. The Directors shall receive no remuneration for acting as such, except they may be reimbursed for eligible travel expenses incurred in carrying out their duties.

#### OFFICERS OF THE ASSOCIATION

14. Generally
  - 14(a). There shall be elected a President, Secretary, Vice-President, Treasurer and such other officers as the Board of Directors may by By-Law provide for from time to time.
  - 14(b). No Director shall hold more than one office at a time, nor serve for more than five consecutive years in any one office except for the positions of Past President, and representatives of the Callers, RDTA, and Square Time staff.. A Director may be re-elected to the Board by the Council of Dancers. All officers shall be eligible for re-election if otherwise qualified. (Amended by Council of Dancers April 27, 2003)

14(c). Each officer, at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office, shall be a Member of the Association. Each officer shall be elected to hold office until his/her term of office shall have been completed, normally thirty (30) June, or until his/her successor shall have been duly elected and qualified.

14(d). Where the President is not re-elected, he/she shall become the Immediate Past President and shall normally hold office until the successor President is not re-elected. Should he/she be unable to serve as Past President, the previous Past President may continue to serve that position until replaced.

#### ELECTION OF OFFICERS

14(e). Directors shall elect officers from amongst themselves.

14(f). Notwithstanding 14(e) preceding, if the general membership so desires, in accordance with Section 319(3) of the Corporations Act, officers may be elected by the Members at a General Meeting according to the following rules and procedures:

14(f)(i) The Chairperson shall present to the meeting a list of the officers that the Association may from time to time be entitled to elect.

14(f)(ii) The Chairperson shall then advise the meeting that he/she is ready to receive nominations, and he/she shall receive such nominations as are properly made.

14(f)(iii) Any delegate of any Member Club, as defined by clause 22 (b)(2) of this By-Law, may nominate one properly elected Director to stand for election to each of the elected offices that the Association may be entitled to have.

14(f)(iv) Nominations shall be presented to the Chairperson.

14(f)(v) The Chairperson, upon receiving a nomination, shall call for a seconder to the nomination.

14(f)(vi) Upon the nomination having been seconded, the Chairperson shall declare the nominee duly nominated to stand for election.

14(f)(vii) Should the nomination not be seconded, the Chairperson shall declare the nomination to be of no effect.

14(f)(viii) The Chairperson, or any delegate of a Member Club, may move that nominations be closed. Upon such motion being made, the Chairperson shall call for a seconder. If the motion is not seconded, it shall be considered to have been withdrawn. If it is seconded, it shall be put to a vote of the members, in accordance with the voting provisions of this By-Law relating to members meetings. If it does not carry, it shall be considered to have been withdrawn. If carried, nominations shall be declared by the Chairperson to be closed.

14(f)(ix) Upon nominations being declared closed, the Chairperson shall cause the nominations for office to be put to a vote by the members, in the following order: President, Vice-President, Secretary, Treasurer.

14(f)(x) All voting for officers by members shall be in accordance with the provisions of this By-Law.

14(f)(xi) Should no nominations for a particular office be received, or should there be a vacancy in any

office, or should there not be an election of officers by the members of the Association following the General Meeting at which Directors are elected, for whatever reason, the Directors may, subject to this By-Law, elect such officers from amongst themselves as may be necessary or considered by them to be desirable.

#### DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

15. The President shall, when present, preside and act as Chairperson of all meetings of the members of the Association and of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all By-Laws. During the absence or inability of the President or at his/her request, his/her duties and powers may be exercised by the Vice-President, and if the Vice-President, or other such Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability or request of the President shall be presumed without reference thereto.

#### DUTIES OF THE SECRETARY

16. The Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. Except for communications under the duties of other Directors, the Secretary shall distribute all notices required to be given to Member Clubs and to Directors. The Secretary shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors. During the absence or inability of the Secretary, his/her duties and powers may be exercised by the Vice President or such other Director as the Board may from time to time appoint for the purpose.

#### DUTIES OF THE TREASURER

17. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of accounts and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board. He/she shall disburse the funds of the Association under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Association. He/she shall also perform such other duties as may from time to time be determined by the Board.

#### DUTIES OF OTHER OFFICERS

18. The duties of all other officers of the Association shall be such as the Board requires of them.

#### PROTECTION OF DIRECTORS AND OFFICERS

19. Every Director and Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and its heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:
  - 19(a) All costs, charges and expenses whatsoever, which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability;

- 19(b) All other costs charges and expenses which he/she sustains or incurs, in or about, or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own willful neglect or default.

No Director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security, in or upon which any of the moneys of or belonging to the Association shall be placed out, or invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm, or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or his/her own willful default.

#### EXECUTION OF DOCUMENTS

20. Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by the President or Vice-President and by the Secretary or Treasurer. The Secretary shall affix the seal of the Association to such instruments as require the same.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, Treasurer or by any person authorized by the Board.

The President or Vice-President, and the Secretary or Treasurer, or any person or persons from time to time designated by the Board, may with the approval of a majority of the Board, transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfer of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Association, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

#### BOOKS AND RECORDS

21. The Directors shall see that all necessary books and records of the Association required by the By-Laws of the Association or any applicable statute or law are regularly and properly kept.

#### MEMBERSHIP IN THE ASSOCIATION

- 22.(a) There shall be two classes of Members:

1. Individual members, who shall be all persons who become Directors of the Association from time to time;
2. Member Clubs, which are clubs or groups in the Provinces of Ontario or Quebec, whose activities are primarily related to modern square and/or round dancing, or related activities.

## ELIGIBILITY FOR MEMBERSHIP

22(b)1. Directors, Members of Member Clubs who become Directors, and Directors ex-officio of the Association from time to time are eligible to be Members of the Association.

22(b)2.(i) Member Clubs - only clubs or groups in the Provinces of Ontario or Quebec whose activities are primarily related to modern square and/or round dancing are eligible to be Member Clubs.

22(b)2.(ii) Any such club or group may have one or more sections, provided that separate sections will be recognized by the Association only if they meet regularly at a time or in a location different from other sections of the club or group.

22(b)2.(iii) The Association shall recognize only one section per qualifying organization unless the Secretary of the Association receives written confirmation of registration of more than one section of a qualifying club or group, and the requisite dues/fees are paid for each section.

## APPLICATION FOR MEMBERSHIP

22(c)1. Individual Members need not make application for membership in the Association. They are accorded membership as a function of their position on the Board of Directors.

22(c)2.(i) Member Clubs must make written application for membership in the Association to the Registrar or to the Secretary of the Association, and pay the requisite dues/fees as determined by the Board.

22(c)2(ii) The Secretary or such other Director as designated by the Board, shall place all applications for membership in the Association before the Board for consideration at the Board's next regular meeting, or in any event, within 180 days of receipt thereof.

22(c)2(iii) The Board shall consider all applications made for membership, and may accept, reject as incomplete, or reject as inappropriate, any application.

22(c)2(iv) Membership may be denied if in the sole opinion of the Directors, acceptance of an application would jeopardize the objectives or reputation of the Association.

22(c)2(v) Where the Board rejects an application as incomplete, it shall give written notice to the applicant of the rejection within 30 days of having made the determination. The applicant shall be afforded a reasonable opportunity to remedy the defects in the application and to satisfy the Board.

22(c)2(vi) Where the application is rejected as inappropriate, or where the Board is not satisfied, after reasonable opportunity has been given, that an incomplete application can be completed, the Board shall give written notice of final rejection to the applicant, within 30 days of having made the determination.

22(c)2(vii) Where the Board has made a final rejection of an application, notwithstanding paragraph one of this clause, it shall not be obliged to consider any further application made by or on behalf of the same applicant for six months from the date of the meeting at which the determination was made.

22(c)2(viii) Final rejections by the Board, together with the circumstances surrounding each, shall be laid before the members at the next General Meeting of the Association for ratification.



22(c)2(ix) If the Members do not ratify the Board's determination, the application shall be reconsidered by the Board as if it were a new application for membership.

#### REMOVAL FROM MEMBERSHIP

22(d)1. Individual Members may be removed as Members in accordance with the procedure for removal of Directors.

22(d)2.(i) The Board may recommend to the Association, at a meeting called for that purpose or at an Annual Meeting of the Association, that a Member Club, whose activities are deemed by the Board not to be consistent with the qualification for membership in the Association or whose activities are found to be contrary or detrimental to the objectives or reputation of the Association, be expelled or suspended from membership in the Association.

22(d)2.(ii) Where the Board considers that there is cause to suspend or expel a Member club, notice in writing shall be sent to such Member Club. The notice shall advise the Member Club that it may send two representatives to the next meeting of the Board to show cause why it should not be suspended or expelled and to show why its suspension or expulsion should not be recommended to the next General Meeting of the members of the Association.

22(d)2.(iii) If, after hearing the said representatives, the Board still considers that the Member Club should be expelled or suspended, the Board's findings and recommendations shall be made known at the next General Meeting of the Association when expulsion or suspension of the offending Member Club may be effected by a majority vote of the eligible voters present.

22(d)2.(iv) Each Member Club expelled or suspended shall be informed by the Secretary of its expulsion or suspension forthwith.

#### RESIGNATION FROM MEMBERSHIP

22(e)1. An individual shall cease to be a Member, when no longer a Director.

22(e)2. A Member Club may resign by delivering notice of resignation to the Secretary or Registrar of the Association, and such notice of resignation shall be effective upon receipt thereof together with payment of all outstanding dues and other moneys owing to the Association.

#### VOTING RIGHTS OF MEMBERS

23.(1) Directors are not entitled to vote as such at General Meetings of the Members, but may be permitted to vote as a Council of Dancers member, if appointed by their Member Club as a delegate of the Club.

23.(2)(a) Member Clubs shall each be entitled to two votes for every registered Club section on each question arising at any Annual or General Meeting of the Members of the Association. A Member Club shall be entitled to two additional votes for each Club section having more than 80 members. Each Member Club may vote through delegates who are members in good standing of the Member Club and no delegate may cast more than one vote on a particular question or represent more than one Club at a particular meeting. Each Member Club may vote through a duly authorized proxy provided that the proxy holder shall be a member of a Member Club and may only vote if present in person at such Annual or General Meeting. No proxy holder may cast more than one vote on a particular question. A proxy- holder shall before voting, produce and deposit with the Chairperson of the meeting at which the proxy is to be exercised, sufficient appointment in writing from the Member Club which he represents. No Member Club shall be entitled, either in person or by proxy, to vote at Meetings of the Association unless it has paid all

dues or fees, if any, then payable by it.

- 23.(2)(b) At all meetings of members, every question shall be decided by a majority of the votes of the Member clubs represented, by duly appointed proxy or by delegates, unless otherwise required by law.

Every question shall be decided in the first instance by a show of hands unless a poll be required by any member or the Chairperson of the Meeting. Unless a poll be requested by a Member or the Chairperson of the meeting after a show of hands, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The request for a poll may be withdrawn, but if a poll be requested and not withdrawn, the question shall be decided by a majority of the votes given by the Member Clubs represented in person or proxy and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Association in the General Meeting upon the matter in question. In case of an equality of votes at any General or Annual Meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a casting vote.

#### ANNUAL AND OTHER MEETINGS OF MEMBERS

24. The Annual or any other General Meeting of the Members of the Association shall be held at the head office of the Association or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint. If possible, either the Annual or any other General Meeting may be held in a location outside the Ottawa/Carleton region in recognition of geographic location of Member Clubs. At every Annual Meeting, in addition to any other business that may be transacted, the Reports of the Board, the Financial Statement and the Report of the Auditors shall be presented and a Board elected, and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board or the President or Vice President shall have power to call at any time a General Meeting of the Members of the Association. No public notice or advertisement of Members' Meetings, Annual or General, shall be required, but written notice of the time and place of every such meeting shall be given to each Member at least ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at Annual or General meetings may transact. Members of Member Clubs may attend the Annual and General Meetings of the Association and participate in the discussion but shall not be entitled to vote unless otherwise authorized by this by-law.

#### ERROR OR OMISSION IN NOTICE

25. No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of giving notice to any Member, Director, or Officer for any meeting or otherwise, the address of any Member, Director, or Officer shall be his/her last address recorded on the books of the Association.

#### ADJOURNMENTS

26. At the discretion of the President, any meeting of the Association or of the Board may be

adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### QUORUM OF MEMBERS

27. A quorum for the transaction of business at any meeting of Members shall consist of twenty-five percent (25%) of the Member Clubs in good standing, represented in person or represented by proxy duly appointed, provided that no meeting shall be conducted unless at least three Member Clubs are represented in person and provided further that if there is no quorum, any such meeting shall be adjourned for at least seven days and notice of the time and place of the adjourned meeting shall be given to all members before the time fixed for the holding of such meeting and at the adjourned meeting a quorum shall be two Member clubs.

#### FINANCIAL YEAR

28. Unless otherwise ordered by the Board, the fiscal year of the Association shall terminate on the thirtieth day of June in each year.

#### DUES

29. There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by vote of the Board, which vote shall become effective only when confirmed by a vote of the Members at an Annual or other General Meeting provided that Directors shall not be required to pay dues or fees except for normal membership fees of their Member Club.

The Secretary or Registrar shall notify Member Clubs of the dues or fees at any time payable by them, and if they are not paid within 30 days of the date of such notice, or prior to December 31st of that year, any Member Club in default shall thereupon automatically cease to be a Member of the Association, but any such Member Club may, on payment of all unpaid dues or fees, be reinstated by the Board.

#### CHEQUES, ETCETERA

30. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by at least two designated officers. Such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the association by using the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### DEPOSIT OF SECURITIES FOR SAFEKEEPING

31. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in

no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### DISSOLUTION OF THE ASSOCIATION

32. In the event the Board of Directors should decide that the Association no longer fulfills the Aims and Objectives, a meeting of the Council of Dancers shall be called to decide the dissolution of the Association, including dispersal of the residual assets. Expenditure of residual funds shall be for the benefit of the greater square and round dancing community, and not for the benefit of individual member Clubs or Directors.

#### NOTICE

33. Whenever under the provision of the By-Laws of the Association, notice is required to be given, such notice may be given either personally, by telephone or other electronic medium, or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the Director, Officer or Member at his/her address as the same appears on the books of the Association. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter- box as aforesaid. For the purpose of sending any notice the address of any Member, Director or Officer shall be his/her last address as recorded on the books of the Association.

#### RULES AND BY-LAWS

##### By-Laws

- 34(a) The Board may pass By-Laws to regulate the affairs of the Association as permitted by the Corporations Act. By-Laws passed by the Board and any repeal amendment or re-enactment of the By-Laws passed by the Board of Directors, except as otherwise provided by the law, become effective on passing, but unless in the meantime confirmed at a General Meeting called for such purpose, their effectiveness continues only until the next Annual Meeting unless confirmed thereat. If not so confirmed, they cease to have effect from the time of the meeting and no new By-Law of the same or like substance has any effect until confirmed at a General Meeting. The Members in considering a By-Law passed by the Directors may confirm, reject, amend or otherwise deal with it, but any rejection, amendment or other dealing by the Members will not prejudicially affect any act done or right acquired thereto fore under the By-Law.

By-Laws may be confirmed by a majority of votes at the meeting.

Notwithstanding the foregoing paragraph, new By-Laws or amendments, deletions and revisions of By-Laws may be submitted directly to the Annual Meeting of the Association, provided that:

- 34(a)(i) Such submissions are sponsored by two delegates of a Member club in good standing; and

- 34(a)(ii) The sponsors submit the proposed change in writing to the Secretary forty-five (45) days prior to the Annual Meeting;  
and

- 34(a)(iii) With the notice of the Annual Meeting, the Secretary forwards a copy of the proposed change, in writing, to each Member Club in good standing;

- 34(a)(iv) The proposed submission is duly moved and seconded at the Annual Meeting by, or on behalf of the original sponsors.

#### RULES

- 34(b) The Board may from time to time make rules which are not inconsistent with the By Laws of the

Association and may amend, alter or revoke such rules from time to time. The rules of the Association and any amendments, alterations or revocations thereof shall be published in the Association Bulletin - Square Time, and subsequently confirmed at a General Meeting.

#### BORROWING

35. The Board may from time to time:
- 35(a) Borrow money on the credit of the Association; or
  - 35(b) Issue, sell or pledge securities of the Association; or
  - 35(c) Charge, mortgage hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debts or any other obligation or liability of the Association.
  - 35(d) From time to time, the Board may authorize any Director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.
  - 35(e) The Board of Directors may from time to time authorize any officer or officers, employee of the Association, or other person or persons, whether connected with the Association or not, to sign, execute, and deliver on behalf of the Association all mortgages, agreements, promises, and other documents necessary or desirable for the purpose aforesaid, and to draw, make, accept, endorse, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments, and the same and all renewable thereof or substitutions thereof so signed shall be binding upon the Association.

#### INTERPRETATION

36. In these By-Laws and in all other By-Laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa; the references to persons shall include Clubs, Associations, Firms, and Corporations.

Enacted by the Board of Directors and sealed with the corporate seal the 21st. day of October, 1979.

Confirmed by the Members of the Association the 21st. day of October, 1979.

Revised by the Board of Directors and sealed with the corporate seal the 20th day of April, 1986.

Revised by the Board of Directors and sealed with the corporate seal the 16th day of April, 2000.

Revised by the Council of Dancers and the Board of Directors on the 28<sup>th</sup> Day of April, 2018.

Witness the Corporate Seal of the Corporation.

\_\_\_\_\_  
signed: William Maitland  
President

\_\_\_\_\_  
signed: Charles Hubbard  
Acting Secretary

Confirmed by the Members of the Association the 16th day of April, 2000.

Revised by the Board of Directors and sealed with the corporate seal the 28th day of April, 2003.

ADMINISTRATIVE GUIDELINE - Travel Directive  
June 2, 2002

DIRECTORS & COMMITTEE EXPENSES

General

1. Any person serving on the Board of Directors of the Eastern Ontario Square & Round Dance Association (EOSARDA) incurs expenses for stamps, telephone calls, paper, photo copying, etc. The tradition of the Association has been to cover any expenses incurred by a Director in carrying out Association tasks.
2. There are two general methods for covering the expenses of a Director: petty cash, and reimbursement. Both methods are commonly used in business, and depend upon the amounts involved and the personal desires.

Petty Cash

3. Directors wishing to cover expenses using the petty cash method shall request the funds from the Treasurer, through the President of EOSARDA. After approval of the President The Treasurer shall forward the requested funds to the Director. For most Directors, a \$100 petty cash should be sufficient for this method of covering expenses.
4. Directors using the petty cash method shall keep adequate records and receipts. The Association's standard expense submission form is recommended for keeping the records. Periodically, the itemized records and receipts should be collected, certified as valid Association expenses, and sent to the Treasurer through the President, along with a request for additional funds. After approval of the President, the Treasurer will forward the funds to the Director. Users of this method should recognize the requirements for the fiscal year end (# 9 below)

Reimbursement

5. Directors wishing to cover expenses using the reimbursement method do not require cash advances.
6. Directors using the reimbursement method shall keep adequate records and receipts. The Association's standard expense submission form is recommended for keeping the records. Although there is no set amount, typically a request for reimbursement should be submitted when the expenses total \$100. Like the petty cash method, itemized records and receipts should be collected and certified as valid Association expenses, then sent to the President for approval. After approval, the President will forward the expenses and request to the Treasurer for action.

Committee Expenses

7. Association Committee expenses should be handled the same as either of the above.

Submissions Dates

8. All requests for reimbursement in a fiscal year should be received by the President/Treasurer by June 15th in order for the Treasurer to have sufficient time to close the books for the year.

Per Diem for Meals & Gratuities

- 9 Meals & gratuities as follows:

Breakfast	\$8.00
Lunch	\$10.00
Dinner	\$17.00
Per day	\$35.00

10. No reimbursement for alcoholic beverages.  
Actual meal cost should be claimed, if they are less than per diem allowance, meal costs include related gratuities. Where higher costs are incurred, these expenses may be allowed, if a satisfactory explanation is provided and it is approved by the Board of Directors.

Accommodations Costs:

11. Actual costs may be claimed supported by receipts. Moderately priced rooms should be used. Where accommodation is provided by friends or relatives, \$15.00 per night may be claimed for reciprocal hospitality

Transportation Costs:

12. Economy air fare shall normally be used.
- Mileage of .25 cents per km for authorized personal car may be claimed if the Association authorizes same. However, the total claimed cannot exceed the cost of normally used commercial transportation between the points travelled.
  - Air and rail fare passenger coupon must be attached to expense report
  - Taxis: Regular ground transportations to and from airports shall normally be used. Cost of taxi necessarily incurred will be reimbursed but receipt is required in each case exceeding \$5.00

Other Expenses allowed:

- Gratuities to porters
- Registration fees for conferences, etc
- Local car parking charges, receipt required if over \$3.00

Receipts are required: to support claims for hotel rooms, for taxis (over \$5.00), for car parking (over \$3.00), for air and rail fares and for other commercial and unusual costs.

Unusual costs:

Where costs are necessarily incurred for items not provided in these regulations a full explanation must be provided to the President. Claims to be submitted within ten days of completing the journey.

Important Consideration

13. A basic principle of the Association is that those traveling on Association business should be fully reimbursed for all reasonable expenses. However, members of the Board of Directors and its Committees, members of staff and others traveling on official business should be mindful of the fact that we are a Square & Round Dance service organization, who are quickly criticized for incurring costs which appear unreasonable. Hence it is the Association policy to use moderately priced hotels and economy class transportation.
14. These guidelines are in concert with those issued by the Ontario Square & Round Dance Federation and the Canadian Square & Round Dance Society.
15. This Directive is to be reviewed annually and updated as required.

Dated: Aug 27, 2006 updated: